

District Court, City and County of Denver, Colorado
City and County Building, Room 424
1437 Bannock Street
Denver, CO 80202

**Plaintiff: THE PEOPLE OF THE STATE OF
COLORADO**

Defendants:

**TYLER TYSDAL
GRANT CARTER**

COURT USE ONLY

Case Number:

Grand Jury No. 19CR2B

Div.: Criminal Crm: 424 / ____

INDICTMENT

**VIOLATION OF COLORADO ORGANIZED CRIME CONTROL ACT, C.R.S. 18-17-104(3),
(F2) <37284> 1 (1 count)**

**CONSPIRACY TO COMMIT SECURITIES FRAUD - UNTRUE STATEMENT OR
OMISSION, 11-51-501(1)(b);18-2-201 C.R.S. (F4) <50052C> 2 (1 count)**

THEFT, 18-4-401(1),(2)(j) C.R.S. (F2) <08A17> 3 (1 count)

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052> 4-67 (64 counts)**

The Grand Jury presents the within Indictment and the same is ordered filed.

Dated this 11 day of December, 2019.



**Martin F. Egelhoff
Presiding Judge
Denver District Court**

COUNT ONE

VIOLATION OF COLORADO ORGANIZED CRIME CONTROL ACT, C.R.S. 18-17-104(3), (F2) <37284>

That between and including December 1, 2011 and December 11, 2019 at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, while employed by or associated with an enterprise, namely: as defined in C.R.S. 18-17-103 (2), namely: Cobalt Sports Capital, LLC, Impact Opportunities Fund, L.P. and Cobalt Corporate Credit, LLC did, unlawfully, feloniously, and knowingly conducted or participated, directly or indirectly, in the enterprise through a pattern of racketeering activity; in violation of sections 18-17-104(3) and 18-17-105, C.R.S.

The Enterprise

The enterprise alleged in this count was a group of individuals, associated in fact, although not a legal entity. The enterprise included, but was not limited to, the following: COBALT SPORTS CAPITAL, LLC, IMPACT OPPORTUNITIES FUND, L.P. and COBALT CORPORATE CREDIT, LLC.

Pattern of Racketeering Activity

For purposes of this count, the defendants engaged in acts related to the conduct of the enterprise, including:

As to TYLER TYSDAL, the acts described in counts 2 through 67, including any lesser included offenses of these counts.

As to GRANT CARTER, the acts described in counts 2 through 67, including any lesser included offenses of these counts.

COUNT TWO

CONSPIRACY TO COMMIT SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b); 18-2-201 C.R.S. (F4) <50052C>

Between and including December 11, 2011 and December 11, 2019 at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, with the intent to promote or facilitate the commission of the crime of securities fraud - untrue statement or omission, unlawfully and feloniously agreed with Each Other and a person or persons to the Grand Jury unknown that one or more of them would engage in conduct which constituted that crime or an attempt to commit that crime, or agreed to aid the other person or persons in the planning or commission or attempted commission of that crime, and an overt act in pursuance of the conspiracy was committed by one or more of the conspirators; in violation of sections 11-51-501(1)(b), 11-51-603(1), and 18-2-201, C.R.S.

COUNT THREE

THEFT, 18-4-401(1),(2)(j) C.R.S. (F2) <08A17>

Between and including December 11, 2011 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER unlawfully, feloniously, and knowingly, without authorization or by threat or deception, obtained, retained, or exercised control over, or knowing or believing it to have been stolen, received, loaned money by pawn or pledge on, or disposed of, a thing of value, namely: **MONEY, of INVESTORS NAMED IN COUNTS 4 THROUGH 67**, with the value of one million dollars or more, and knowingly used, concealed, or abandoned the thing of value in such manner as to permanently deprive **INVESTORS NAMED IN COUNTS 4 THROUGH 67** of its use or benefit; in violation of section 18-4-401(1)(b),(2)(j), C.R.S.

The facts supporting Counts 1, 2 and 3 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. Beginning on or about December 1, 2011, and continuing through and including on or about December 11, 2019, in the City and County of Denver, Colorado, Tyler Tyedal (Tyedal) and Grant Carter (Carter), and others, knowingly devised and intended to devise a scheme to obtain money from and defraud investors by means of false and misleading representations, material omissions, and promises that were known by both to be impossible to satisfy (hereinafter referred to as "the scheme").
3. Impact Opportunities Fund, L.P. (IOF), a limited partnership, was incorporated in Colorado on or about September 30, 2011. Tyedal was the original founder of IOF. The stated business plan of IOF was a private equity fund that would invest in a portfolio of companies. The business address for IOF was 210 University Blvd., Suite 650, City and County of Denver, State of Colorado, 80206.
4. Cobalt Sports Capital, LLC (Cobalt), a limited liability company, was incorporated in Colorado on or about December 1, 2011. The stated business plan of Cobalt was making short term, high interest rate loans to athletes and entertainers. Cobalt would generate income through loan origination fees and interest income. As one of IOF's portfolio companies, IOF capitalized Cobalt with a \$1 million equity investment. The business address for Cobalt was 210 University Blvd., Suite 650, City and County of Denver, State of Colorado, 80206.
5. Cobalt Corporate Credit, LLC ("CCC") a limited liability company, was incorporated in Colorado on or about January 23, 2014. The business address for CCC was 210 University Blvd., Suite 650, City and County of Denver, State of Colorado, 80206.
6. Prior to the formation of Cobalt, Tyedal and Carter were associated with another lending company called [REDACTED], with Tyedal being on the board and Carter being an employee. Pursuant to those roles, Tyedal and Carter were subject to non-compete agreements.

7. In March 2012, [REDACTED] became aware of Cobalt and that Tydal and Carter were in violation of their non-compete agreements. [REDACTED] threatened legal action against Tydal and Carter for breach of contract and breach of fiduciary duty.
8. As a settlement, Tydal and Carter agreed to purchase a portion of [REDACTED]'s loan portfolio for approximately \$7.6 million, which exceeded the market value of the portfolio by at least \$2.2 million. This transaction was part of an agreement for [REDACTED] to release breach of contract and breach of fiduciary duty claims against Tydal and Carter. Despite significantly overpaying for [REDACTED]'s loan portfolio, Tydal and Carter represented to investors that this transaction was a success and did not disclose that \$2.2 million of the purchase price was diverted to settle [REDACTED]'s legal claims against Tydal and Carter.
9. At all times relevant to this indictment, Tydal and Carter were officers, directors, owners and the people who controlled, directly or indirectly, Cobalt and CCC. Tydal and Carter controlled all money that came into Cobalt and CCC, directing how investor funds would be deposited, spent and transferred between and among all the companies, businesses, corporations or entities associated with IOF.
10. Shortly after Cobalt was formed, Tydal and Carter began soliciting and accepting debt investments in Cobalt. These solicitations were either directly to individual investors or investor groups, or through investment advisors or brokers who were in direct contact with Tydal and Carter.
11. Among others, Tydal solicited investments from [REDACTED], an investment adviser firm headquartered at [REDACTED] 3rd Ave, City and County of Denver, State of Colorado.
12. Tydal originally solicited equity investments in IOF from [REDACTED], however, [REDACTED] ([REDACTED]), the [REDACTED] for [REDACTED], declined this opportunity and stated that [REDACTED] was only interested in debt investments in Cobalt. Subsequently, Tydal informed [REDACTED] that Cobalt would accept debt investments from [REDACTED] clients.
13. [REDACTED] and others at [REDACTED] including but not limited to, [REDACTED] and [REDACTED] based on the representations of Tydal and Carter recommended Cobalt to their clients. Between 2012 and 2016, approximately 48 [REDACTED] clients and [REDACTED] invested approximately \$22 million in Cobalt.
14. For each debt investment, Cobalt, Tydal and/or Carter would agree to and sign a Credit Agreement and Promissory Note. The terms of the debt investment called upon Cobalt to pay each investor interest of 10% quarterly on the unpaid principal balance. Until January 2016, Cobalt routinely made the quarterly interest payments to the investors, approximately \$9.6 million.
15. Prior to January 2014, Cobalt's credit agreements with its investors restricted the use of investors' funds to "making loans to existing and prospective professional athletes, along with other persons and entities engaged in the business of sport."

16. After January 2014, Cobalt modified its credit agreement with investors to allow it to make business loans to entities "in which [Cobalt's] Affiliates have a substantial economic interest[.]" However, prior to making this modification, Cobalt had already begun making loans to affiliated entities without notifying debt investors. By the first quarter of 2014, loans to affiliated entities comprised 13% of Cobalt's loan portfolio.
17. In March 2014, Tydal and Carter used money from Cobalt investors to capitalize CCC. Tydal and Carter then used this money to support other IOF portfolio companies that were start-ups with negative cash-flow. Between 2014 and 2016, while Cobalt was the only source of funding for CCC, Tydal provided funding through CCC for five affiliated entities totaling \$15.5 million, of which only \$900,000 was repaid.
18. As of October 2015, Cobalt continuously failed to accurately represent the nature of the loans it was making to affiliated entities by describing them as "opportunistic loans to companies secured by the underlying business assets." This representation failed to state that these loans were to IOF portfolio companies and that the assets of these businesses were insufficient to fully secure the loans Cobalt made to them.
19. In January 2016, █████ requested to have an independent financial review done of Cobalt's business, including its loan portfolio. Cobalt agreed and █████'s accounting firm requested "all loans outstanding at December 31, 2015," of which the accountant would select ten for review. In response, Cobalt provided █████'s accountant a list of loans that Cobalt had made to individuals and entities in the sports and entertainment industries, but failed to provide any loans it had made to IOF portfolio companies. At this time, Cobalt had loaned approximately \$15.6 million to IOF portfolio companies through CCC but Tydal and Carter continued to fail to disclose this fact to investors.
20. In February 2016, Tydal and Carter incorporated Cobalt Sports Capital II LLC ("Cobalt II") as a wholly owned subsidiary of Cobalt and began generating all new lending activity through this entity. However, Tydal and Carter continued to accept debt investments in Cobalt and did not inform investors that Cobalt was no longer generating income and was continuing to pay all of the operating overhead incurred by Cobalt and Cobalt II. Tydal also did not inform debt investors in Cobalt that he would use their funds to finance the operations of Cobalt II.
21. At least through July 1, 2016, Cobalt continued to represent to investors that its loan portfolio was continuing to grow, despite the fact that Cobalt had ceased all lending activity at this time and Tydal and Carter were conducting all new lending activity through Cobalt II.
22. During the relevant time period for this indictment, Tydal and Carter used Cobalt investors' funds for unpermitted uses, including making interest and principal payments to previous investors, to cover operating overhead, to make equity distributions to investors, and to fund other IOF portfolio companies. During this time, Cobalt accrued \$11.8 million in interest income but only collected \$6.4 million of this amount. Cobalt also reduced loan amounts to account for loan origination fees and therefore did not see any revenue from these fees. During

the same time, Cobalt paid \$9.4 million of interest to its investors and incurred \$4.2 million of other expenses that Cobalt did not use to make loans.

23. During the relevant time period for this indictment, Cobalt's operating overhead was excessive for the size of its business. Cobalt's total operating expenses were approximately \$4.1 million, equal to 56.5% of its gross income. Cobalt paid \$3.25 million in operating expenses to related parties.

24. Tydal, as the sole manager of Impact Opportunities Fund Management, LLC ("IOFM"), received a \$620,000 annual management fee for managing IOF. In addition to this, IOFM took \$700,000 in management fees from Cobalt between 2011 and 2015.

25. In total, Cobalt obtained more than \$46 million dollars from approximately 77 investors.

26. At no time while Tydal and Carter were promoting these securities, to wit: investment contracts and/or promissory notes, to investors, did Tydal or Carter ever disclose to prospective investors or the investors' financial advisors any of the following material facts:

- a) That Cobalt was started when Tydal and Carter were members of [REDACTED] and were prohibited from engaging in the same business activities as [REDACTED] based on non-compete agreements,
- b) That when [REDACTED] discovered Cobalt in March 2012 they threatened to sue Tydal and Carter for breach of contract and breach of fiduciary duty,
- c) That to avoid that lawsuit Tydal and Carter agreed to purchase a portion of [REDACTED]'s loan portfolio for approximately \$7.6 million, which exceeded the market value of the portfolio by at least \$2.2 million,
- d) That the purchase of a portion of [REDACTED]'s loan portfolio for more than it was worth meant Cobalt was undercapitalized and could only be sustained with new investor funds,
- e) That Cobalt experienced consistent operational losses due to loan defaults, underperforming loans, non-collection of closing costs or fees, and the payment of management fees to IOFM,
- f) That Cobalt did not properly write-off non-performing loans, which made it falsely appear that Cobalt did not ever suffer operational losses in financial information provided to potential and current investors,
- g) That Cobalt lacked profits to provide the repayment of interest to the investors and business expenses, and continued to rely on outside investor funds to conduct business and meet its debt-service obligations to previous debt investors,

- h) That prior to the credit agreement modification Cobalt had already begun making loans to portfolio companies without notifying investors,
- i) That the loans to the portfolio companies were substantially unsecured or not secured at all by any assets,
- j) That portfolio companies lacked the profits to service their debts to CCC or pay the loans, due in large part to them being start-up companies with no proven track record or income,
- k) That Tyedal and Carter engaged in at least \$15 million of unauthorized related party transactions by loaning money to other IOF portfolio companies with Cobalt investor funds, which significantly hindered Cobalt's primary business activity as represented to investors,
- l) That Tyedal and Carter used Cobalt investor funds to make equity distributions to IOF limited partners,
- m) That Tyedal and Carter did not disclose to [REDACTED]'s accounting firm the loans to affiliated companies,
- n) That after the spring of 2016 Cobalt continued to accept investor funds despite the fact that Cobalt II originated all new loans after this time and Cobalt was not generating any income and was paying all of Cobalt II's business expenses.

27. In connection with the offer and sale of Cobalt's investments, Tyedal and Carter, directly and indirectly, made oral and written representations to investors that were materially false or misleading, including, but not limited to, the following:

- a) The value of Cobalt's loan portfolio, and
- b) That Cobalt was well capitalized.

28. The omitted or misleading facts in Paragraphs 26 and 27, were material facts which would have altered the investors' decision to invest with Cobalt.

29. As a result of the deceptive securities-related investment programs promoted by Tyedal and Carter, nearly all of the investors sustained losses, with a total loss to all investors of several million dollars.

COUNT FOUR

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>

Between and including December 30, 2011 and December 11, 2019, at and to be in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED] [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 4 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2, & 3.
3. On December 30, 2011, based on representations made or caused to be made by Tydal and Carter, [REDACTED] invested \$1,000,000 in Cobalt via wire. On April 6, 2015, based on representations made or caused to be made by Tydal and Carter, [REDACTED] and the [REDACTED] [REDACTED] invested an additional \$260,000 in Cobalt via wire.

COUNT FIVE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>

Between and including December 30, 2011 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 5 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On December 30, 2011, based on representations made or caused to be made by Tydal and Carter, [REDACTED] invested \$1,000,000 in Cobalt via wire.

COUNT SIX

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including February 12, 2012 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED]; in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 6 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On February 12, 2012, based on representations made or caused to be made by Tydal and Carter, [REDACTED] and the [REDACTED] invested \$500,000 in Cobalt via check.

COUNT SEVEN

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<0132>

Between and including April 20, 2012 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED]; in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 7 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On April 20, 2012, based on representations made or caused to be made by Tydal and Carter, [REDACTED] and the [REDACTED] invested \$500,000 in Cobalt via wire. On April 25, 2012, based on representations made or caused to be made by Tydal and Carter, [REDACTED] and the [REDACTED] invested an additional \$500,000 in Cobalt via wire. On May 4, 2012, based on representations made or caused to be made by Tydal and Carter, [REDACTED] and the [REDACTED] invested an additional \$500,000 in Cobalt via wire. On March 18, 2013, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$300,000 in Cobalt via wire transfer.
4. On May 11, 2012, based on representations made or caused to be made by Tydal and Carter, [REDACTED] invested \$500,000 in Cobalt via wire transfer. On February 14, 2013, based on representations made or caused to be made by Tydal and Carter, [REDACTED] invested an additional \$1,500,000 in Cobalt via wire transfer. On April 25, 2013, based on representations made or caused to be made by Tydal and Carter, [REDACTED] invested an additional \$750,000 in Cobalt via wire transfer.

COUNT EIGHT

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<5052>

Between and including April 23, 2012 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 8 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On April 23, 2012, based on representations made or caused to be made by Tyedal and Carter, [REDACTED] and the [REDACTED] invested \$500,000 in Cobalt via check. On August 10, 2012, based on representations made or caused to be made by Tyedal and Carter, [REDACTED] and the [REDACTED] invested an additional \$1,000,000 in Cobalt via check. On February 14, 2013, based on representations made or caused to be made by Tyedal and Carter, [REDACTED] and the [REDACTED] invested an additional \$300,000 in Cobalt via check. On March 31, 2015, based on representations made or caused to be made by Tyedal and Carter, [REDACTED] and the [REDACTED] invested an additional \$300,000 in Cobalt via wire. On March 31, 2015, based on representations made or caused to be made by Tyedal and Carter, [REDACTED] and the [REDACTED] invested an additional \$300,000 in Cobalt via wire.

COUNT NINE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>

Between and including June 28, 2012 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and wilfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED], in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 9 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On June 28, 2012, based on representations made or caused to be made by Tydal and Carter, [REDACTED] and the [REDACTED] invested \$1,000,000 in Cobalt via wire transfer. On August 1, 2012, based on representations made or caused to be made by Tydal and Carter, [REDACTED] and the [REDACTED] invested an additional \$2,000,000 in Cobalt via wire transfer.

COUNT 10

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<30052>

Between and including September 14, 2012 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 10 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On September 14, 2012, based on representations made or caused to be made by Tydal and Carter, Ma. [REDACTED] invested \$120,000 in Cobalt via wire transfer.

COUNT ELEVEN

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including September 28, 2012 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 11 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On September 28, 2012, based on representations made or caused to be made by Tyedal and Carter, Mr. [REDACTED] invested \$1,000,000 in Cobalt via wire transfer. On December 26, 2012, based on representations made or caused to be made by Tyedal and Carter, Mr. [REDACTED] invested an additional \$1,000,000 in Cobalt via wire transfer.

COUNT TWELVE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50032>

Between and including December 3, 2012 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 12 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On December 3, 2012, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$500,000 in Cobalt via wire transfer. On January 28, 2013, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$500,000 in Cobalt via wire transfer. On January 31, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$2,000,000 in Cobalt via wire transfer.

COUNT THIRTEEN

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including January 29, 2013 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED]; in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 13 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On January 29, 2013, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] invested \$250,000 in Cobalt via wire transfer. On February 3, 2014, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] invested an additional \$1,000,000 in Cobalt via wire transfer. On September 2, 2014, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] invested an additional \$500,000 in Cobalt via wire transfer.

COUNT NINETEEN

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including June 25, 2013 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 14 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On June 25, 2013, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$350,000 in Cobalt via wire transfer.

COUNT FIFTEEN

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

~~XXXX~~

Between and including July 11, 2013 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED]; in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 15 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On July 11, 2013, based on representations made or caused to be made by Tydal and Carter, Mr. and Ms. [REDACTED] invested \$250,000 in Cobalt via wire transfer. On July 25, 2013, based on representations made or caused to be made by Tydal and Carter, Mr. and Ms. [REDACTED] invested an additional \$250,000 in Cobalt via wire transfer. On September 2, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. and Ms. [REDACTED] invested an additional \$500,000 in Cobalt via wire transfer.

COUNT SIXTEEN

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

§ 18-6-501

Between and including March 5, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 16 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On March 5, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$1,000,000 in Cobalt via wire transfer. On October 7, 2015, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$250,000 in Cobalt via wire transfer. On January 7, 2016, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$100,000 in Cobalt via wire transfer.

COUNT SEVENTEEN

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

§ 18-6-502

Between and including March 20, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED]; in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 17 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED], Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On March 20, 2014, based on representations made or caused to be made by Tyedal and Carter, Ms. [REDACTED] invested \$500,000 in Cobalt via wire transfer. On March 21, 2014, based on representations made or caused to be made by Tyedal and Carter, Ms. [REDACTED] invested an additional \$500,000 in Cobalt via wire transfer.

COUNT EIGHTEEN

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

~~<50092>~~

Between and including April 15, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 18 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On April 15, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] and [REDACTED] invested \$500,000 in Cobalt via wire transfer. On May 22, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] and [REDACTED] invested an additional \$500,000 in Cobalt via wire transfer.

COUNT NINETEEN

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<3002>

Between and including April 15, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED] [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 19 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On April 15, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] and the [REDACTED] invested \$500,000 in Cobalt via wire transfer. On June 18, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] and the [REDACTED] invested an additional \$500,000 in Cobalt via wire transfer. On March 31, 2015, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] and the [REDACTED] [REDACTED] invested an additional \$500,000 in Cobalt via wire transfer.

COMPLAINT

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

Between and including April 24, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED] [REDACTED] [REDACTED] & [REDACTED] [REDACTED] violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 20 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] [REDACTED] [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On April 24, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] and the [REDACTED] [REDACTED] [REDACTED] invested \$250,000 in Cobalt via check.

COUNT TWENTY-ONE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<5052>

Between and including June 18, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 21 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On June 18, 2014, based on representations made or caused to be made by Tyedal and Carter, Mr. and Mrs. [REDACTED] invested \$300,000 in Cobalt via wire transfer. On September 4, 2014, based on representations made or caused to be made by Tyedal and Carter, Mr. and Mrs. [REDACTED] invested an additional \$500,000 in Cobalt via wire transfer. On December 13, 2014, based on representations made or caused to be made by Tyedal and Carter, Mr. and Mrs. [REDACTED] invested an additional \$500,000 in Cobalt via wire transfer. On June 17, 2016, based on representations made or caused to be made by Tyedal and Carter, Mr. and Mrs. [REDACTED] invested an additional \$750,000 in Cobalt via wire transfer.

COUNT TWENTY-TWO

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including August 4, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED] [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 22 are as follows:

- 1. All facts in support of all other counts are incorporated here by reference.**
- 2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] [REDACTED] Tysdal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.**
- 3. On August 4, 2014, based on representations made or caused to be made by Tysdal and Carter, Mr. [REDACTED] and the [REDACTED] invested \$1,000,000 in Cobalt via wire transfer.**

COUNT TWENTY-THREE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>

Between and including August 14, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED]

[REDACTED], THE [REDACTED], THE [REDACTED], THE [REDACTED], AND THE [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 23 are as follows:

1. All facts in support of all other counts are incorporated here by reference.

2. In connection with the offer and sale of securities to [REDACTED] the [REDACTED] and the [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.

3. On August 14, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] on behalf of [REDACTED] the [REDACTED] the [REDACTED] and the [REDACTED] invested \$300,000 in Cobalt via wire transfer.

COUNT TWENTY-FOUR

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<50032>

Between and including September 29, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 24 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On September 29, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer. On December 22, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$50,000 in Cobalt via wire transfer. On February 27, 2015, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$100,000 in Cobalt via wire transfer.

COUNT TWENTY-FIVE

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including September 30, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 25 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On September 30, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT TWENTY-SIX

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

~~5012~~

Between and including October 2, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 26 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On October 2, 2014, based on representations made or caused to be made by Tyedal and Carter, Ms. [REDACTED] invested \$100,000 in Cobalt via wire transfer. On December 22, 2014, based on representations made or caused to be made by Tyedal and Carter, Ms. [REDACTED] invested an additional \$100,000 in Cobalt via wire transfer. On June 16, 2016, based on representations made or caused to be made by Tyedal and Carter, Ms. [REDACTED] invested an additional \$150,000 in Cobalt via wire transfer.

COUNT TWENTY-SEVEN

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including October 3, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 27 are as follows:

- 1. All facts in support of all other counts are incorporated here by reference.**
- 2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.**
- 3. On October 3, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer. On October 21, 2015, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$100,000 in Cobalt via wire transfer. On June 24, 2016, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$150,000 in Cobalt via wire transfer.**

COUNT TWENTY EIGHT

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<30012>

Between and including October 9, 2014 and December 11, 2019, at and to be in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 28 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED], Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On October 9, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer. On December 22, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$100,000 in Cobalt via wire transfer. On October 26, 2015, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$200,000 in Cobalt via wire transfer. On August 19, 2016, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested an additional \$200,000 in Cobalt via wire transfer.

COUNT TWENTYNINE

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including December 11, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 29 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On December 11, 2014, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] invested \$500,000 in Cobalt via check. On July 31, 2015, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] invested an additional \$250,000 in Cobalt via check. On January 12, 2016, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] invested an additional \$250,000 in Cobalt via check.

COUNT THIRTY

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<0052>

Between and including December 11, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 30 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tysdal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On December 11, 2014, based on representations made or caused to be made by Tysdal and Carter, Mr. [REDACTED] invested \$500,000 in Cobalt via check. On July 31, 2015, based on representations made or caused to be made by Tysdal and Carter, Mr. [REDACTED] invested an additional \$250,000 in Cobalt via check. On January 12, 2016, based on representations made or caused to be made by Tysdal and Carter, Mr. [REDACTED] invested an additional \$250,000 in Cobalt via check.

COUNT THIRTY-ONE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<0002>

Between and including December 24, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 31 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On December 24, 2014, based on representations made or caused to be made by Tydal and Carter, Mr. and Mrs. [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT THIRTY-TWO

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-S1-301(1)(b) C.R.S. (F3)
<50052>**

Between and including February 19, 2015 and December 11, 2019, at and to be tried in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED], in violation of sections 11-51-301(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 32 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On February 19, 2015, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] and the [REDACTED] invested \$200,000 in Cobalt via wire transfer.

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<003>

Between and including February 20, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED], in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 33 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED], Tysdal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On February 20, 2015, based on representations made or caused to be made by Tysdal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT THIRTY-FOUR

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including February 25, 2015 and December 11, 2015, at and triable in the City and County of Denver, State of Colorado, TYLER TYEDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 34 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On February 25, 2015, based on representations made or caused to be made by Tyedal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer. On May 27, 2015, based on representations made or caused to be made by Tyedal and Carter, Mr. [REDACTED] invested an additional \$150,000 in Cobalt via wire transfer. On June 24, 2016, based on representations made or caused to be made by Tyedal and Carter, Mr. [REDACTED] invested an additional \$150,000 in Cobalt via wire transfer.

COUNT THIRTY-FIVE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>

Between and including February 27, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-503(1), C.R.S.

The facts supporting Count 35 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On February 27, 2015, based on representations made or caused to be made by Tyedal and Carter, Mr. and Mrs. [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT TWENTY-ONE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>

Between and including February 27, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED] [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 36 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On February 27, 2015, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] and the [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT THIRTY-SEVEN

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

§ 50032

Between and including March 2, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 37 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 [REDACTED]
3. On March 2, 2015, based on representations made or caused to be made by Tydal and Carter, Mr. and Mrs. [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNTY COURT, DISTRICT COURT

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including March 6, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 38 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tysdal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On March 6, 2015, based on representations made or caused to be made by Tysdal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT THIRTY-NINE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

0002

Between and including March 9, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 39 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and [REDACTED] Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On March 9, 2015, based on representations made or caused to be made by Tyedal and Carter, Mr. [REDACTED] and [REDACTED] invested \$250,000 in Cobalt via wire transfer.

COUNT FIFTY

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including April 6, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 40 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED], Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On April 6, 2015, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer.

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)**<50032>**

Between and including May 27, 2015 and December 11, 2019, at and to be in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED]; in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 41 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED], Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On May 27, 2015, based on representations made or caused to be made by Tydal and Carter, Ma. [REDACTED] invested \$150,000 in Cobalt via wire transfer. On June 24, 2016, based on representations made or caused to be made by Tydal and Carter, Ma. [REDACTED] invested an additional \$100,000 in Cobalt via wire transfer.

COUNT FORTY-TWO

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<3003>

Between and including October 16, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED]; in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 42 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On October 16, 2015, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] and the [REDACTED] invested \$200,000 in Cobalt via wire transfer. On June 30, 2016, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] and the [REDACTED] invested an additional \$150,000 in Cobalt via wire transfer.

COUNT FORTY-THREE

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including October 23, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 43 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On October 23, 2015, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$200,000 in Cobalt via wire transfer.

COUNTY FORTY-FOUR

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<0000>

Between and including October 26, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED], in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 44 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On October 26, 2015, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] invested \$350,000 in Cobalt via wire transfer. On August 17, 2016, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] invested an additional \$150,000 in Cobalt via wire transfer.

COUNT FORTY-FIVE

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including November 9, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 45 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED], Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On November 9, 2015, based on representations made or caused to be made by Tydal and Carter, Ma. [REDACTED] invested \$250,000 in Cobalt via wire transfer.

COUNT FIFTY-THREE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<30032>

Between and including November 9, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 46 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On November 9, 2015, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$250,000 in Cobalt via wire transfer.

COUNT FORTY-SEVEN

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<30052>

Between and including November 13, 2015 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED] [REDACTED], in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 47 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] [REDACTED] Tyndal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On November 13, 2015, based on representations made or caused to be made by Tyndal and Carter, Ma. [REDACTED] and the [REDACTED] [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT FORTY-EIGHT

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

60052

Between and including January 20, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 48 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On January 20, 2016, based on representations made or caused to be made by Tyedal and Carter, Ms. [REDACTED] invested \$50,000 in Cobalt via wire transfer. On January 21, 2016, based on representations made or caused to be made by Tyedal and Carter, Ms. [REDACTED] invested an additional \$50,000 in Cobalt via wire transfer.

COUNT FORTY-NINE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>

Between and including May 19, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED] [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 49 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On May 19, 2016, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] the [REDACTED] invested \$250,000 in Cobalt via wire transfer.

COUNT FIFTY

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including May 20, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED]; in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 50 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On May 20, 2016, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] and the [REDACTED] invested \$500,000 in Cobalt via wire transfer.

COUNT FIFTY-ONE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<50052>

Between and including June 20, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED]; in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 51 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED], Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On June 20, 2016, based on representations made or caused to be made by Tyedal and Carter, Mr. and Mrs. [REDACTED] and the [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT FIFTY-TWO

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including June 20, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 52 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tyndal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On June 20, 2016, based on representations made or caused to be made by Tyndal and Carter, [REDACTED] invested \$200,000 in Cobalt via wire transfer.

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including June 21, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-503(1), C.R.S.

The facts supporting Count 53 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED], Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On June 21, 2016, based on representations made or caused to be made by Tyedal and Carter, Mr. [REDACTED] invested \$200,000 in Cobalt via wire transfer.

COUNTY OF DENVER

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50012>

Between and including June 21, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND THE [REDACTED], in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 54 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and the [REDACTED] Tysdal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On June 21, 2016, based on representations made or caused to be made by Tysdal and Carter, Mr. and Mrs. [REDACTED] and the [REDACTED] invested \$250,000 in Cobalt via wire transfer.

COUNT 55

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including June 21, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact ~~materially~~ in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] AND [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 55 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] and [REDACTED] Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On June 21, 2016, based on representations made or caused to be made by Tyedal and Carter, [REDACTED] and [REDACTED] invested \$75,000 in Cobalt via wire transfer.
4. On October 20, 2016, based on representations made or caused to be made by Tyedal and Carter, [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT FIFTY-SIX

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>

Between and including June 22, 2016, and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, **TYLER TYDAL and GRANT CARTER**, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon **THE [REDACTED]**, **AND THE [REDACTED]**, in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 56 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to **[REDACTED]** the **[REDACTED]** and the **[REDACTED]** Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On June 22, 2016, based on representations made or caused to be made by Tydal and Carter, Mr. and Mrs. **[REDACTED]** the **[REDACTED]**, and the **[REDACTED]** invested \$100,000 in Cobalt via wire transfer.

COUNT FIFTY-SEVEN

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

~~XXXX~~

Between and including June 24, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED], in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 57 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED], Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On June 24, 2016, based on representations made or caused to be made by Tyedal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT FIFTY-EIGHT

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<30052>

Between and including July 12, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 58 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On July 12, 2016, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] invested \$50,000 in Cobalt via wire transfer.

COUNTY OF DENVER

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<30032>

Between and including August 23, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 59 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On August 23, 2016, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT SIXTY

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<50352>

Between and including August 23, 2016 and December 11, 2019, at and trible in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED], in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 60 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On August 23, 2016, based on representations made or caused to be made by Tydal and Carter, Ms. [REDACTED] invested \$50,000 in Cobalt via wire transfer.

COUNT SIXTY-ONE

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<30032>

Between and including August 23, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 61 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On August 23, 2016, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNTY TWO

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<0012>

Between and including August 25, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the ~~circumstances~~ under which they were made, not misleading upon ~~the facts~~ in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 62 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to ~~the public~~ Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On August 25, 2016, based on representations made or caused to be made by Tydal and Carter, Mr. ~~the public~~ invested \$500,000 in Cobalt via wire transfer.

COUNTY CLERK

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)

<0052>

Between and including August 26, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 63 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On August 26, 2016, based on representations made or caused to be made by Tydal and Carter, Ma. [REDACTED] invested \$75,000 in Cobalt via wire transfer.

COUNT SIXTY-FOUR

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including August 30, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 64 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On August 30, 2016, based on representations made or caused to be made by Tydal and Carter, Ma. [REDACTED] invested \$75,000 in Cobalt via wire transfer.

COUNT SIXTY-FIVE

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<30052>**

Between and including September 1, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 65 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On September 1, 2016, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$250,000 in Cobalt via wire transfer.

COUNT SIXTY-SIX

**SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>**

Between and including October 20, 2016 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 66 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tydal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On October 20, 2016, based on representations made or caused to be made by Tydal and Carter, Mr. [REDACTED] invested \$100,000 in Cobalt via wire transfer.

COUNT SIXTY-SEVEN

SECURITIES FRAUD - UNTRUE STATEMENT OR OMISSION, 11-51-501(1)(b) C.R.S. (F3)
<50052>

Between and including September 12, 2014 and December 11, 2019, at and triable in the City and County of Denver, State of Colorado, TYLER TYSDAL and GRANT CARTER, in connection with the offer, sale, or purchase of a security, directly or indirectly, unlawfully, feloniously, and willfully made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading upon [REDACTED] in violation of sections 11-51-501(1)(b) and 11-51-603(1), C.R.S.

The facts supporting Count 67 are as follows:

1. All facts in support of all other counts are incorporated here by reference.
2. In connection with the offer and sale of securities to [REDACTED] Tyedal and Carter made false or misleading representations about Cobalt and/or failed to disclose material facts about Cobalt, as set forth in Paragraphs 26 & 27 of the facts supporting Counts 1, 2 & 3.
3. On September 12, 2014, based on representations made or caused to be made by Tyedal and Carter, Mr. [REDACTED] invested \$250,000 in Cobalt via wire transfer. On September 17, 2014, based on representations made or caused to be made by Tyedal and Carter, Mr. [REDACTED] invested an additional \$250,000 in Cobalt via wire transfer.